

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

August 7, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 21566 FILED

AUG 10 '98

11-19 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Locomotive Lease Agreement** dated as of July 1, 1997 which is intended to evidence Schedule No. 12 dated as of July 1, 1997 to the Master Locomotive Lease Agreement dated as of May 5, 1994 between the following parties:

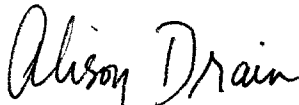
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Canadian Pacific Railway Company 401 9th Avenue, S.W., Gulf Canada Square Calgary, Alberta, CANADA T2P 4Z4

The equipment involved in this transaction is as follows:

Equipment:	Seven (7) locomotives as more fully described in <u>Annex A</u> to the memorandum.
------------	--

Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. 21566 FILED

AUG 10 '98

11-19 AM

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") dated as of July 1, 1997 is intended to evidence Schedule No. 12 dated as of July 1, 1997, to the Master Locomotive Lease Agreement dated as of May 5, 1994 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives more fully described in each Schedule to the Lease (the "Unit(s)") and in Annex A attached hereto and hereby made a part hereof. Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedules.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

CANADIAN PACIFIC RAILWAY COMPANY

By: 

Print Name: E. V. DODGE

Its: EXECUTIVE VICE-PRESIDENT  
OPERATIONS

ANNEX A

TO THE MEMORANDUM OF LEASE DATED JULY 1, 1997

Equipment Description:

Seven (7) SD40-2 locomotives.

Unit Numbers

HLCX 6202

HLCX 6204

HLCX 6205

HLCX 6206

HLCX 6207

HLCX 6208

HLCX 6209

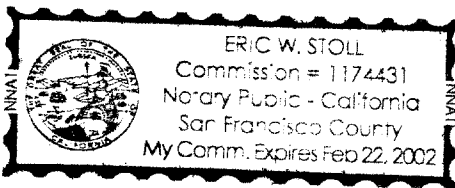
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On May 14th, 1998, before me, Eric W. Stoll, personally  
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence) to be the  
person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity (ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature: Eric W. Stoll

(Notarial Seal)

PROVINCE OF ALBERTA )  
 ) S.S.  
CITY OF CALGARY )

On this 5th day of May, 1998, before me Donald Frederick Bernhardt  
personally appeared Edwin Vernon Dodge, Exec. Vice Pres. of CANADIAN  
PACIFIC RAILWAY COMPANY,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence) to be the  
person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity (ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

Witness my hand and official seal.

D. F. Bernhardt  
SIGNATURE OF COMMISSIONER OF OATHS

(Seal)